

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

DEPOSITION EXHIBITS

WAYNE J. FICKINGER

NUMBER	DESCRIPTION	IDENTIFIED
No. 1	Adams Corp. Application	15
No. 2	Amendment dated 4/30/99	23
No. 3	Order of FCC dated 12/24/92	34

READING EXHIBIT 43
PAGE 4

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 C O N T E N T S

2

3 WITNESS: Wayne J. Fickinger

4 EXAMINATION BY: PAGE

5 Mr. Hutton 4

6 Mr. Cole 42

7 Mr. Hutton 42

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

READING EXHIBIT 43
PAGE 5

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 WAYNE J. FICKINGER,
2 having been first duly sworn, was examined and
3 testified as follows:

4 EXAMINATION

5 BY MR. HUTTON:

6 Q. Mr. Fickinger, my name is Tom Hutton. I'm
7 counsel for Reading Broadcasting, Inc. I'm going to
8 be asking you a series of questions. If you don't
9 understand a question, please feel free to ask me to
10 rephrase it or repeat the question.

11 If Mr. Cole interjects with an objection,
12 please wait until we have completed our colloquy and
13 then we'll instruct you as to whether or not to
14 answer the question.

15 A. Okay.

16 Q. When I mentioned the sequestration rule to
17 Mr. Cole, what that means is that after you complete
18 your deposition, you are not to discuss the substance
19 of what was discussed today with any of the other
20 people who are being deposed on behalf of Adams
21 Communications.

22 A. I understand.

READING EXHIBIT 43
PAGE 6

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 Q. Once their depositions are complete, you
2 may discuss what was discussed, but just pending the
3 completion of depositions.

4 Would you state your name and address for
5 the record.

6 A. My name is Wayne Fickinger, Wayne J.
7 Fickinger, 1244 Forest Glen South, Winnetka,
8 Illinois.

9 Q. And what is your -- let me ask you another
10 question, are you taking any medications that could
11 affect your ability to recall past events or your
12 ability to testify accurately as to past events?

13 A. No, I'm not.

14 Q. Can you give me a brief rundown of your
15 work history, your current job and going back into
16 the past just in general terms.

17 A. I have been in the advertising agency
18 business 40 years. Currently I'm retired. I'm on
19 several very small privately held boards, and that's
20 what I do.

21 Q. In the advertising business, which agency
22 or agencies did you work for?

READING EXHIBIT 43
PAGE 7

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 A. I really worked for basically two, J.
2 Walter Thompson Company and Bozell, Inc., which is
3 now True North.

4 Q. You retired when?

5 A. Well, I actually retired from Thompson in
6 1983, and a year or so later, I joined Bozell, and I
7 retired then in 19 -- I think it was '89 or '90, I
8 don't remember which.

9 Q. And what was your position when you
10 retired?

11 A. From Thompson I was a president of the
12 company. From Bozell, I was vice chairman of the
13 company.

14 Q. Let's talk about Reading, Pennsylvania.
15 Have you ever been to Reading, Pennsylvania?

16 A. No, I've never been to Reading.

17 Q. Are you familiar with the programming of
18 television station WTVE in Reading?

19 A. Yes.

20 Q. Can you describe for me your understanding
21 of the programming of that station.

22 A. The programming, the current programming is

**READING EXHIBIT 43
PAGE 8**

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 primarily to Hispanics.

2 Q. And when did you learn that the programming
3 was primarily to Hispanics?

4 A. I'm going to say about maybe three or five
5 months ago.

6 Q. What was your understanding prior to that
7 time?

8 A. You mean -- what did they call it? It's
9 where they sell the merchandise, home shopping,
10 that's what I understood prior to that.

11 Q. And was that the case at the time Adams
12 Communications filed its application, to your
13 knowledge?

14 A. To my knowledge, yes. I'm not 100 percent
15 sure of that.

16 Q. Can you state your ownership interest in
17 Adams Communications.

18 A. I'm one of a group of investors in Adams,
19 that's basically what I am.

20 Q. Do you know your percentage of ownership
21 interest?

22 A. Yes, 10 percent.

1 Q. And are you an officer or director of Adams
2 Communications?

3 A. Yes.

4 Q. What office do you hold or --

5 A. Vice president.

6 Q. Are you a director?

7 A. Yes.

8 Q. Have you had any discussions with any of
9 the other stockholders of Adams Communications about
10 the programming that Adams would air on this station
11 if Adams is successful?

12 A. I talked with two of the leaders, yes.

13 Q. What was the nature of that discussion?

14 A. Hispanic is what we currently would be
15 planning to do.

16 Q. When did you have that discussion?

17 A. The first time around I'm going to say
18 about four or five months ago and this morning.

19 Q. Would the plan be to affiliate with a
20 Hispanic network or to air independent Hispanic
21 programming?

22 A. I don't know.

1 Q. Was that discussed?

2 A. No, not in my presence.

3 Q. Was the availability of an affiliation with
4 a Hispanic network discussed?

5 A. Not really. There was one mentioned that
6 works with them, but no affiliation was discussed.

7 Q. Which one -- I'm sorry. Which one works
8 with them?

9 A. The one that currently works with the
10 station, with Channel 51.

11 Q. To your knowledge, has anyone affiliated
12 with Adams Communications held discussions with a
13 representative of a Hispanic network on any subject?

14 A. Not to my knowledge.

15 Q. Prior to four or five months ago, did you
16 have any understanding or any discussion with other
17 Adams principals as to what programming Adams would
18 air if Adams were successful?

19 A. No.

20 Q. Have you participated in any discussions
21 with other Adams principals about the proposed
22 management of the station if Adams is successful?

1 A. No.

2 Q. Have you been involved in any discussions
3 with anyone about the proposed management of the
4 station if Adams is successful?

5 A. No.

6 Q. Have you had any discussions with anyone
7 about potential changes in the ownership of Adams?

8 A. No.

9 Q. Have you had any discussions with anyone
10 about the potential sale of the FCC authorization if
11 Adams is granted the FCC authorization?

12 A. No.

13 Q. Have you ever worked in the -- I understand
14 you have worked in the advertising industry. Have
15 you ever worked in the broadcasting industry?

16 A. I'd have to say no, no.

17 Q. Have you ever been involved in any civic
18 activities in or around the Reading, Pennsylvania
19 area?

20 A. No.

21 Q. I'm going to ask you a series of questions
22 about potential media interests, and by media

1 interests I mean any media of mass communications,
2 including cable television, broadcast communications,
3 satellite communications, publication of any type.
4 Are you an officer or director -- one caveat, I'm
5 sorry, I'm going to exclude any holdings in publicly
6 traded companies that amount to less than 1 percent
7 of a publicly traded company. Do you have any
8 ownership interests in any medium of mass
9 communications?

10 A. No.

11 Q. Are you an officer of any company that
12 holds an ownership interest in any medium of mass
13 communications?

14 A. No.

15 Q. Are you a director of any company that
16 holds any such interest?

17 A. No.

18 Q. And is all of that true as of April of
19 1999?

20 A. Yes.

21 Q. Are you a trustee of any educational
22 institution?

1 A. No.

2 Q. Are you a trustee of any organization that
3 operates a noncommercial broadcast station?

4 A. No.

5 Q. Can you tell me how you came to be involved
6 in Adams Communications.

7 A. In 1963 I started work with a fellow named
8 Bob Haag who was president of Adams. And he and I
9 have been friends for many years and throughout those
10 years, I became also friends with Howard Gilbert or
11 Manny Steinfeld and so on, that's how.

12 Q. Who was it that first suggested to you that
13 you become an owner of Adams Communications?

14 A. Howard Gilbert.

15 Q. What did he tell you at that time?

16 A. Well, he suggested that we had an interest
17 in organizations of mass communication that weren't
18 serving the public interest in the way that they
19 should and here was an example.

20 Q. What was an example?

21 A. Channel 51 in Reading, Pennsylvania.

22 Q. Why did he say that that was an example?

1 A. He just felt from what he knew about it
2 that the public wasn't being served as it should be
3 properly.

4 Q. Did he tell you why?

5 A. Not in any detail, no.

6 Q. Did he tell you who had brought Channel 51
7 in Reading, Pennsylvania to his attention?

8 A. No, he didn't.

9 Q. Did you discuss with him who else would be
10 involved in Adams Communications?

11 A. Yes.

12 Q. Who were the persons that were going to be
13 involved?

14 A. He told me Bob Haag, himself and he wasn't
15 specific about the rest of them.

16 Q. Did you discuss what your ownership
17 interest would be, the percentage?

18 A. Yes.

19 Q. Did he propose it to you or did you propose
20 it to him?

21 A. He proposed it to me.

22 Q. Did you agree to what he proposed or was

1 there any negotiation about the figure?

2 A. I agreed.

3 Q. Did he indicate to you what the cost would
4 be?

5 A. No, he didn't.

6 (Document marked as Fickinger Deposition
7 Exhibit No. 1 for identification.)

8 Q. I'd like to introduce Fickinger Exhibit 1.
9 Mr. Fickinger, this is to the best of my knowledge --
10 and you or your counsel can correct me if I'm
11 wrong -- but this is a copy of the Adams
12 Communications Corporation application as filed on
13 June 30th, 1994. Does that appear to be correct to
14 you?

15 A. Looking at it, yes, it appears to be
16 correct.

17 Q. First, I would like you to turn to Page 3
18 of that form. In the middle of that page there's
19 reference to a filing made in Boston, Massachusetts
20 on November 23 of 1993, do you see that?

21 A. Yes, I do.

22 Q. Do you know why Adams was incorporated in

1 Massachusetts?

2 A. No, I don't.

3 Q. Did you ever have any discussion with
4 Mr. Gilbert about participating in an application for
5 a new station in Massachusetts?

6 A. No.

7 Q. Or did you ever discuss with him the
8 possibility of filing a competing application against
9 the renewal application in the station of
10 Massachusetts?

11 A. No.

12 Q. Turning to Page 4 of that application, do
13 you know how it was decided that Mr. Haag would be
14 president of the company?

15 A. No, I don't.

16 Q. Do you know how it was decided that he
17 would hold 18.5 percent of the company?

18 A. No, I don't.

19 Q. With respect to Mr. Gilbert, do you know
20 how he came to be vice president and secretary,
21 director of the company?

22 A. No, I don't.

READING EXHIBIT 43
PAGE 17

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 Q. Do you know how it came to be decided that
2 he held 11.6 of the company?

3 A. No.

4 Q. Looking through the next several pages,
5 would you answer the same questions for each of the
6 entries there?

7 A. No, I really don't know.

8 Q. Referring to the entry under your name, it
9 shows 11.6 percent.

10 A. Yeah.

11 Q. Was that ever discussed with you?

12 A. Yes, it was.

13 Q. When was that discussed?

14 A. When I was asked if I wanted to come into
15 this.

16 Q. I guess I understood that you had agreed to
17 take a 10 percent interest.

18 A. That was initially.

19 Q. How was it decided that you would have 11.6
20 percent?

21 A. I don't know to be honest with you.

22 Q. Did you have any discussion in which you

1 agreed to take 11.6 percent?

2 A. Much later on.

3 Q. When was that?

4 A. I really don't know. It was just later,
5 maybe a year or a year and a half later.

6 Q. Was that in connection with someone bowing
7 out of the group?

8 A. I don't know.

9 Q. Was it in connection with someone not
10 paying capital calls?

11 A. I don't know.

12 Q. Who did you have the discussion with?

13 A. Howard Gilbert.

14 Q. What did he tell you at that time?

15 A. I don't remember the conversation to be
16 honest with you.

17 Q. Before Adams was formed or before its
18 application was filed rather, did you provide any
19 personal financial information to anyone in
20 connection with the application?

21 A. I don't remember doing so.

22 Q. Were you asked to provide a balance sheet?

1 A. I don't remember being asked to do that.

2 Q. Do you know if you did provide a balance
3 sheet?

4 A. To the best of my knowledge, no.

5 Q. Early on in your testimony you referred to
6 leaders of the group. Who were you referring to?

7 A. Bob Haag and Howard Gilbert.

8 Q. And why did you see them or term them the
9 leaders of the group?

10 A. I've done some other investments with them,
11 and I knew their role and I accepted their role as
12 such.

13 Q. And what was the nature of those other
14 investments?

15 A. It was an interest in a television station
16 in Chicago. We as a group had an interest in
17 obtaining a station.

18 Q. Was that Monroe Communications?

19 A. Yes, it was.

20 Q. Have you been involved in any other
21 investments with these gentlemen?

22 A. No.

1 Q. And do you recall what percentage of Monroe
2 Communications you owned?

3 A. Ten percent.

4 Q. Exhibit 1 shows that the application was
5 filed by the law firm of Bechtel & Cole. Do you know
6 who picked the law firm to file the application?

7 A. No, I don't.

8 Q. The engineering exhibit to the application,
9 which maybe your counsel can point to you.

10 MR. COLE: I will show it to him.

11 (Discussion off the record.)

12 Q. Now, that engineering exhibit indicates
13 that it was prepared by Suffa & Cavell, Inc. Do you
14 know who picked the consulting engineers?

15 A. No, I don't.

16 Q. Did you see a draft of the application
17 before it was filed with the FCC?

18 A. No, I didn't.

19 Q. Did you see the application after it was
20 filed with the FCC?

21 A. No.

22 Q. Have you ever seen a copy of the Reading

1 Broadcasting, Inc. license renewal application?

2 A. No.

3 Q. Do you know whether Bechtel & Cole has a
4 contingent fee arrangement for this case?

5 MR. COLE: Objection.

6 THE WITNESS: No, I don't.

7 BY MR. HUTTON:

8 Q. In the engineering exhibit, Page 25 of the
9 FCC form, there's a description of the location of
10 the proposed transmitter site of Adams
11 Communications. Do you see that?

12 A. Yes, I do.

13 Q. Did you play any role in selecting that
14 transmitter site?

15 A. I didn't, no.

16 Q. Do you know who did?

17 A. No.

18 Q. On Exhibit 3 to the application, which is
19 the financial qualifications exhibit, there's a
20 reference in the last paragraph to a loan commitment
21 from American National Bank and Trust Company of
22 Chicago. Do you know who selected that bank for that

READING EXHIBIT 43

PAGE 22

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 purpose?

2 A. No.

3 Q. Did you play any role in selecting a bank
4 for that purpose?

5 A. No.

6 Q. There's a reference to a John Q. McKinnen
7 from that bank. Did you ever have any discussions
8 with Mr. McKinnen prior to the time that the
9 application was filed?

10 A. No.

11 Q. After it was filed?

12 A. No.

13 Q. In the next sentence it says that Adams'
14 shareholders have committed to contribute funds as
15 necessary during the prosecution of the application.
16 Is that correct, to your knowledge?

17 A. Yes.

18 Q. And is that commitment set forth in
19 writing?

20 A. I don't know.

21 Q. Did you set forth a commitment to
22 contribute your pro rata share in writing?

1 A. It was always understood that that would be
2 part of it.

3 Q. Do you know if there are any contingent
4 ownership interests held by other parties in Adams
5 Communications such as options to buy stock or
6 pledges of stock or warrants?

7 A. I don't know that.

8 Q. Referring to the second paragraph of this
9 form, there's a reference to a total budget estimated
10 by Adams. Were you involved in preparing that
11 budget?

12 A. No, I was not.

13 Q. Was the figure there discussed with you at
14 all?

15 A. No.

16 Q. I'd like to introduce Fickinger Exhibit 2.
17 (Document marked as Fickinger Deposition
18 Exhibit No. 2 for identification.)
19 (Discussion off the record.)

20 Q. This is an amendment to the application as
21 filed with the Federal Communications Commission on
22 April 30, 1999. Mr. Fickinger, did you see this

1 before it was filed?

2 A. No.

3 Q. Did you see it after it was filed?

4 A. No.

5 Q. Do you know why it was filed?

6 A. No, I don't.

7 Q. Referring to Exhibit 3 to that amendment,
8 in the second paragraph there's a reference to a new
9 budget figure for Adams Communications. Were you
10 involved in any of the analysis referenced in that
11 paragraph?

12 A. No.

13 Q. Was the new budget figure ever discussed
14 with you?

15 A. No.

16 Q. Have you ever been involved in any
17 discussions with any other party about dismissing the
18 application of Adams Communications in return for a
19 payment?

20 A. No.

21 Q. To your knowledge, has anyone associated
22 with Adams Communications been involved in such a

1 discussion?

2 A. I don't know.

3 Q. We mentioned Monroe Communications and that
4 you were a 10 percent owner of Monroe
5 Communications. When did you become a 10 percent
6 owner of Monroe Communications approximately?

7 MR. COLE: Objection. What relevance is
8 that? How is this even calculated to lead to the
9 discovery of evidence?

10 MR. HUTTON: Do you want to excuse the
11 witness and I'll discuss it with you.

12 MR. COLE: Sure.

13 (Witness excused.)

14 MR. HUTTON: It has to do with the
15 motivations underlying this application.

16 MR. COLE: What do the motivations have to
17 do with anything? Why is that relevant to the
18 comparative issue?

19 MR. HUTTON: It's relevant because you're
20 asking to be considered as an applicant that will
21 build a tower, operate a certain way, and if that's
22 not going to happen, the FCC is entitled to know

READING EXHIBIT 43
PAGE 26

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)

1 about that. It didn't happen with respect to Adams
2 Communications, and so the question arises whether it
3 will happen with -- it didn't happen with Monroe
4 Communications, so the question arises whether it
5 will happen with Adams.

6 MR. COLE: If you want to call the judge
7 and ask him and make this argument to him, I'm happy
8 to participate in that. That would be great. I
9 would like to hear that.

10 MR. HUTTON: All right.

11 (A recess was taken, after which the
12 following proceedings were had.)

13 MR. HUTTON: We've attempted to reach the
14 administrative law judge for a ruling on the
15 relevance or potential relevance of a line of
16 questioning. He is unavailable at this point.

17 We believe that he and his assistant are at
18 lunch and will be available shortly so we're going to
19 recess until, let's see, a quarter to 12 our time.

20 MR. COLE: Sure, that's fine.

21 MR. HUTTON: Okay.

22 MR. COLE: The witness will remain around

1 because the witness apparently would have to travel
2 30 miles out and 30 miles back, so he will remain in
3 the offices or in the immediate vicinity, but he's
4 still subject to the sequestration order, so that is
5 to say --

6 THE WITNESS: I understand.

7 MR. COLE: Right.

8 THE WITNESS: Quarter of 1.

9 MR. HUTTON: Quarter of 12.

10 (A recess was taken, after which the
11 following proceedings were had.)

12 BY MR. HUTTON:

13 Q. Mr. Fickinger, you previously mentioned
14 that you had been a 10 percent stockholder in Monroe
15 Communications?

16 A. Yes.

17 MR. COLE: Excuse me. Before you go on,
18 can we just state that we conferred -- did you take
19 that conference down on the record?

20 THE COURT REPORTER: No, I did not.

21 MR. HUTTON: Okay.

22 MR. COLE: That we had a conference call

READING EXHIBIT 43
PAGE 28

BLOCK COURT REPORTING, INC. (A U.S. Legal Company)
The High-Tech Leader in Reporting Services
(202) 638-1313 (800) 735-3376 (DEPO)